

EVIDENCE OF TRANSFER OF CLAIM

TO: Clerk, United States Bankruptcy Court, Southern District of New York

The Royal Bank of Scotland plc with offices at 600 Washington Blvd., Stamford, Connecticut 06901 ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of an Assignment of Claim Agreement dated as of the date hereof, does hereby certify that Seller has unconditionally and irrevocably sold, transferred and assigned to Avenue TC Fund, L.P., with offices at 399 Park Avenue, 6th Floor, New York, New York 10022 ("Buyer"), all rights, title and interest in and to the claim of Seller against Motors Liquidation Company (f/k/a General Motors Corporation) in the amount of \$20,196,111.66 (the "Claim") in the United States Bankruptcy Court, Southern District of New York, Case No. 09-50026 (jointly administered) (REG).

Seller hereby waives any objection to the transfer of its ownership interest in and to the Claim to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Claim and recognizing the Buyer as the sole owner and holder of the Claim for all purposes, including, without limitation, voting and distribution purposes. Seller further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Claim, and all payments or distributions of money or property in respect of the Claim, shall be delivered or made to the Buyer.

[signature page follows]

IN WITNESS WHEREOF, the undersigned have duly executed this Evidence of Transfer
of Claim by their duly authorized representatives as of the 16th day of December, 2010.

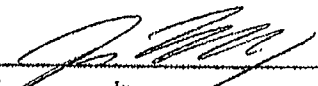
SELLER:

THE ROYAL BANK OF SCOTLAND PLC
By: RBS Securities Inc., its Agent

By: _____

Name: _____

Title: _____


Jason Luddy
Authorized Signatory

BUYER:

AVENUE TC FUND, L.P.
By: Avenue TC GenPar, LLC, its General Partner
By: GL TC Partners, LLC, its Managing Member

By: _____

Name: _____

Title: _____


Santa Gardner
Member